



QUEEN LILI'UOKALANI TRUST
Created by Her Late Majesty Queen Lili'uokalani

2014 AUG 29 A 8:25

August 28, 2014

Mr. Daniel E. Orodener
Executive Officer
Land Use Commission
Department of Business, Economic Development & Tourism
State of Hawaii
P.O. Box 2359
Honolulu, HI 96804-2359

Dear Mr. Orodener:

**Subject: 2014 Annual Progress Report
LUC Docket No. A89-646
Queen Lili'uokalani Trust
Keahuolu Lands, North Kona, Island of Hawaii**

Please find enclosed an annual progress report in compliance with Condition 22 of LUC Docket No. A89-646. This report addresses the status of the development and compliance with the conditions of approval for the current year.

If you have any questions or comments, please feel free to contact Ms. LeeAnn Crabbe or myself at (808) 203-6150.

Sincerely,

Michele Otake
Director of Real Estate Development

Enclosure

ANNUAL REPORT TO THE STATE LAND USE COMMISSION

Queen Lili'uokalani Trust Keahuolū Lands

LUC Docket No. A89-646

Decision and Order, August 28, 1991

2014 AUG 29 A 8:25

Submitted in Compliance with Condition 22

August 28, 2014

Introduction

This is a report on the status of development for the Queen Lili'uokalani Trust Keahuolū Land in Kailua-Kona, Hawai'i, and the extent to which conditions of approval are being complied with. The report is being submitted in compliance with Condition 22 of LUC Docket No. A89-646, Decision and Order, dated August 28, 1991. This report addresses the status of the development and compliance with the conditions of approval for the current year.

Status of Conditions

***Condition 1.** Petitioner shall generate one (1) non-tourism related job, or the equivalent thereof, for each hotel unit Petitioner is allowed to build. As used herein, "non-tourism related" means not related to hotels or residential condominiums intended for use as transient accommodations, or recreational, entertainment or other facilities and services used primarily by tourists. The equivalent value of one (1) non-tourism related job will be determined by the Office of State Planning.*

This condition is currently not applicable because Phase 1 of the project, which comprises approximately 315 acres, does not include or propose any hotel units at this time. The Trust has been updating its conceptual land plan and intends to file a request to amend this docket to reflect changes to the land uses, revision to the sequencing of the three (3) Urban Phases, and preparation of a new Environmental Impact Statement (EIS) pursuant to Chapter 343, HRS to reflect the updated conceptual land plan. Should hotel units be proposed and this condition applies, the Trust will comply with this condition.

***Condition 2.** Petitioner shall design and construct all structures and buildings in compliance with County, State, and Federal codes and standards.*

The Kmart, Macy's and Makalapua Stadium Cinemas projects within Phase 1 of the project complied with this condition at the time of their completion in 1994, 1997 and 2000, respectively. The Trust or its developers will comply with this condition for all future structures and buildings. The proposed Kona Judiciary Complex is within Phase 1 of the project and the conceptual design of the new facility is underway. The Trust will require that the State Department of Accounting and General Services (DAGS) and Judiciary comply with this condition.

Transmission Line and storage facilities on Trust land adjacent to the Queen Lili'uokalani Village. Additionally, the Trust participated in the construction of a water transmission line within the Ane Keohokālole Highway.

Condition 7. *The Landowner shall connect the wastewater system for the proposed development of the Property to the Kealakehe Wastewater Treatment Plant. Construction of structures within the Property shall not commence until the Landowner has obtained assurances from the County of Hawaii that capacity at this plant has been reserved or will be available at the time occupancy occurs of structures within the Property; provided that, if the capacity at the Kealakehe Wastewater Treatment Plant is not sufficient for the proposed development of the Property, the Landowner may utilize other alternatives acceptable to the State Department of Health and County of Hawaii.*

The Trust will continue to comply with this condition in all future developments in the project area.

Condition 8. *Petitioner shall fund and construct highway improvements, including but not limited to the dedication of rights-of-way, necessitated by the proposed phased development and in designs and schedules accepted by and coordinated with the State Department of Transportation and the County of Hawaii.*

The necessary highway improvements for Makalapua Center (accepted by and coordinated with the State DOT and the County of Hawaii) were completed as part of the earlier Kmart and Macy's projects. The Trust conveyed the necessary right-of-way to the State to widen Queen Ka'ahumanu Highway in satisfaction of the condition. The transaction was memorialized in a Purchase and Sale Agreement (PSA) entered into between the DOT and the Trust dated September 12, 2003, as amended. The PSA transaction transferred nine parcels of Trust lands to the DOT and two highway boundaries in favor of the DOT for highway improvements. As part of the PSA transaction, the Director of Transportation, Rodney K. Haraga sent a letter to Robert Ozaki, Trust Administrator, dated September 17, 2003 stating that the DOT released the Trust from further obligations related to highway improvements under Condition 8.

Condition 9. *Petitioner shall work with the appropriate departments of the State and County on the designs and construction of all roadway improvements within the Property. Petitioner shall work with the appropriate departments of the State and County on regional traffic improvements necessitated by the proposed phases of the development. Petitioner's participation shall not at any time exceed its pro rata share of roadway improvements made necessary by the increased traffic resulting from each phase of the development. In the event that the County of Hawaii adopts an impact fee for transportation improvements, the foregoing funding requirements may be modified or deleted to the extent that the cost of any specific traffic improvement is also included in the County of Hawaii's impact fee computation.*

All of the currently required roadway improvements within the property were completed earlier as a part of the Kmart and Macy's projects in 1994 and 1997, respectively. The

Condition 12. *Petitioner shall work with the County to establish a reasonable buffer area along the boundary of the Property to maintain the visual integrity from Queen Kaahumanu Highway.*

A plan for landscaping of a buffer area along the boundary of the property with Queen Kaahumanu Highway was submitted to the County in October 1993. Plans for new projects along Queen Kaahumanu Highway will include consideration of a buffer along the highway.

Condition 13. *Petitioner shall preserve those historic sites, as agreed to in writing with the Historic Preservation Division, State Department of Land and Natural Resources, in compliance with Chapter 6E, Hawaii Revised Statutes. The Petitioner shall submit to the State Historic Preservation Division a detailed historic preservation mitigation plan in two parts, a preservation plan and an archaeological data recovery plan. This mitigation plan must be approved by the State Historic Preservation Division, prior to any field work and prior to any construction in the vicinity of historic sites. Also, the Petitioner must obtain verification by the State Historic Preservation Division that successful execution of the mitigation plan has been completed prior to any construction in the vicinity of the historic sites.*

In a letter dated June 5, 1998, State DLNR Historic Preservation Division approved a proposal on behalf of the Trust; 1) ensuring that the preservation plan for the preserve would be completed “before the adjacent parcels are developed,” and 2) that the detailed “archaeological inventory survey of the preserve area is completed before the preservation plan is developed.” The Trust worked with the County in the development of the Ane Keohokālōle Highway. As part of the project the County contracted Pacific Legacy, Inc. and performed data recovery at selected sites within the highway corridor; completed an archaeological inventory survey within the 25-acre historic preserve area (HPA); and a preservation plan is currently under review. All of this work has and will be done in conjunction with and approved by the State Historic Preservation Division.

Together with local community organizations and public agencies, the Trust’s Kona-based staff continues to develop short- and long-range plans to coordinate the planning, management, and maintenance of the 25-acre HPA.

In 2009, related to the Ane Keohokālōle Highway project, SHPD stated that newly acquired information has indicated that the previous archaeological report did not accurately reflect the nature, distribution or significance of historic properties. As a result, the Trust hired Pacific Legacy Inc. to provide a new archaeological inventory survey for the Property. A draft Archaeological Inventory Survey (AIS) for Urban Phases I and II has been prepared and will be submitted to SHPD in the coming month. Currently, a draft AIS for Urban Phase III is being prepared by Pacific Legacy Inc. and will also be submitted to SHPD later this year.

Condition 14. *Petitioner shall immediately stop work in the impacted area and contact the Historic Preservation Division, State Department of Land and Natural Resources, should any archaeological resources such as artifacts, shell, bones, or charcoal deposits, human burial, or*

1996 and approved by the DOH, with the need for additional monitoring to be determined on a project-by-project basis. The Trust informed DOH of the grading for the Makalapua Stadium Cinemas project and received DOH's concurrence that no water quality monitoring was necessary, based on the results of the earlier study. The Trust will continue to inform DOH of future projects in the subject area.

Condition 20. *Petitioner shall complete the development on the Property in substantial compliance with the representations made before the Land Use Commission. Failure to so develop may result in the reversion of the Property to its former land use classifications or a change to a more appropriate classification.*

The Trust is currently reviewing the urbanized lands under this docket in context of its other land holdings in North Kona and updating its conceptual land plan in order to address changes in market demand and community needs. This process is anticipated to be completed sometime later this year. An update to the permitted land uses represented in this docket may require an amendment to the decision and order of the Commission and possibly a new petition for reclassification of the Trust's other lands.

Condition 21. *Petitioner shall give notice to the Land Use Commission of any intent to sell, lease, assign, place in trust, or otherwise voluntarily alter the ownership interest in the Property, provided that individual tenant leases may not be reported.*

The Trust will continue to update the LUC of any intent to sell, lease, assign, place in trust, or otherwise voluntarily alter the ownership interest in the property, provided that individual tenant leases may not be reported.

Condition 22. *Petitioner shall provide annual reports to the Commission, the Office of State Planning and the County of Hawaii Planning Department in connection with the status of the subject project and the Petitioner's progress in complying with the conditions imposed.*

The Trust will continue to comply with this condition, and the next annual report will be due August 28, 2015.

Condition 23. *The Commission may fully or partially release these conditions as to all or any portion of the Property upon timely, and upon the provision of adequate assurance of satisfaction of these conditions by the Petitioner.*

The Trust believes it is substantially in compliance with all conditions.

Condition 24. *Petitioner shall record the conditions imposed by the Commission with the Bureau of Conveyances pursuant to title 15, chapter 15, section 92, Hawaii Administrative Rules.*

Completed.